

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**ORDER GRANTING DEBTORS' THIRTY-FIFTH OMNIBUS OBJECTION
TO CLAIMS (NO LIABILITY- ASSIGNED CONTRACT CLAIMS)**

Upon the thirty-fifth omnibus claims objection, dated September 20, 2013 [Docket No. 5137] (the “Thirty-Fifth Omnibus Claims Objection”),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the “Debtors”), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the “Procedures Order”), disallowing and expunging the Assigned Contract Claims on the basis that such claims relate to contracts for which the Debtors do not have liability because they were assumed and assigned pursuant to the Platform Sale Order, all as more fully described in the Thirty-Fifth Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Thirty-Fifth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Thirty-Fifth Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors’ Thirty-Fifth Omnibus Claims Objection.

Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Thirty-Fifth Omnibus Claims Objection having been provided, and it appearing that no other or further notice need be provided; and upon consideration of the Thirty-Fifth Omnibus Claims Objection and the Declaration of Deanna Horst in Support of Debtors' Thirty-Fifth Omnibus Objection to Claims (No Liability – Assigned Contract Claims), annexed to the Thirty-Fifth Omnibus Claims Objection as Exhibit 1; and the Court having found and determined that the relief sought in the Thirty-Fifth Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Thirty-Fifth Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Thirty-Fifth Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A annexed hereto are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Assigned Contract Claims identified on the schedule attached as Exhibit A hereto so that such claims are no longer maintained on the Debtors' official claims register; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Thirty-Fifth Omnibus Claims Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket

No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any claim not listed on Exhibit A annexed to this Order, and the Debtors' and all parties in interests' right to object on any basis are expressly reserved with respect to any claim not listed on Exhibit A annexed hereto; and it is further

ORDERED that this Order shall be a final order with respect to each of the Assigned Contract Claims identified on Exhibit A, annexed hereto, as if each such Assigned Contract Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: November 20, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRTY-FIFTH OMNIBUS OBJECTION - NO LIABILITY - ASSIGNED CONTRACT CLAIMS (NON-BORROWER CLAIMS)

Claims to be Disallowed and Expunged						
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number
1	Cogent Economics Inc 160 Spear St., Suite 1640 San Francisco, CA 94105	486	09/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$150,000.00 General Unsecured	GMAC Mortgage, LLC	12-12032
2	EMC Corporation c o Receivable Management Services RMS P.O. Box 5126 Timonium, MD 21094	450	09/04/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$697.29 General Unsecured	Residential Capital, LLC	12-12020
3	EMC Corporation c o RMS Bankruptcy Services P.O. Box 5126 Timonium, MD 21094	453	09/04/2012	\$25,979.40 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032
4	Genesys Conferencing 130 New Boston St, Suite 301 Woburn, MA 01801	736	09/25/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$46,128.60 General Unsecured	Residential Capital, LLC	12-12020
5	IBM Corporation Attn Bankruptcy Coordinator 1360 Rene-Levesque W. Suite 400 Montreal, QC H3G 2W6, Canada	102	06/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$326,910.00 General Unsecured	GMAC Mortgage, LLC	12-12032

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRTY-FIFTH OMNIBUS OBJECTION - NO LIABILITY - ASSIGNED CONTRACT CLAIMS (NON-BORROWER CLAIMS)

Claims to be Disallowed and Expunged						
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number
6	IBM Corporation Attn Bankruptcy Coordinator 275 Viger East, Suite #400 Montreal, QC H2X 3R7, Canada	638	09/21/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$331,860.00 General Unsecured	GMAC Mortgage, LLC	12-12032
7	Mortgage Electronic Registration Systems, Inc. and MERSCORP Holdings, Inc. Anne Braucher, Counsel MERSCORP Holdings, Inc. 1818 Library Street, Suite 300 Reston, VA 20190	4691	11/13/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,417.00 General Unsecured	GMAC Mortgage, LLC	12-12032
8	MTM Technologies, Inc. Attn Ro Milano 1200 High Ridge Rd Stamford, CT 06905	409	08/17/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$38,326.98 General Unsecured	Residential Capital, LLC	12-12020